

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

MOBITV, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 21-10457 (LSS)

Jointly Administered

Related Docket No. 73

**NOTICE OF PROPOSED SALE OF  
SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS, FREE  
AND CLEAR OF ALL ENCUMBRANCES, OTHER THAN ASSUMED  
LIABILITIES, AND SCHEDULING FINAL SALE HEARING RELATED THERETO**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

On March 8, 2021, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a motion (the “Sale Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) seeking entry of (i) an order (the “Bidding Procedures Order”) (a) approving Bidding Procedures for the sale (the “Sale”) of substantially all of the Debtors’ assets (collectively, the “Assets”) or proposals to sponsor a plan of reorganization (a “Plan”), (b) approving procedures for the assumption and assignment of designated executory contracts and unexpired leases (collectively, the “Transferred Contracts”), and the sale and transfer of other designated contracts, (c) scheduling the Auction and Sale Hearing,<sup>2</sup> and (d) granting related relief (collectively, the “Bidding Procedures Relief”), and (ii) an order (the “Sale Order”) (a) authorizing the Sale of the Assets free and clear of all liens, claims, interests, and other encumbrances (collectively, “Encumbrances”), other than assumed liabilities, to the Successful Bidder submitting the highest or otherwise best bid, (b) authorizing the assumption and assignment of the Transferred Contracts, and authorizing the sale and transfer of other designated contracts, and (c) granting certain related relief.

**I. Bidding Procedures and Stalking Horse Bidder**

On April 7, 2021, the Bankruptcy Court entered the Bidding Procedures Order [Docket No. 164], thereby approving the Bidding Procedures Relief and the Debtors’ ability to designate a Stalking Horse Bidder in the Debtors’ business judgment (with the Secured Lenders’ consent and in consultation with the Consultation Parties) on or before **April 26, 2021**.

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: MobiTV, Inc. (2422) and MobiTV Service Corporation (8357). The Debtors’ mailing address is 1900 Powell Street, 9th Floor, Emeryville, CA 94608.

<sup>2</sup> A capitalized term used but not defined herein shall have the meaning ascribed to it in the Bidding Procedures and Bidding Procedures Order, as applicable.

In order for a Potential Bidder's bid to be considered to participate in the Auction, it **must comply with the Bidding Procedures, including that its bid must be delivered, so as to be received on or before May 7, 2021 at 4:00 p.m. (Eastern Time) (the "Bid Deadline")**, to: (a) the Debtors, Terri Stevens, Chief Financial Officer (tstevens@mobitv.com); (b) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, Debra Grassgreen (dgrassgreen@pszjlaw.com), Jason Rosell (jrosell@pszjlaw.com), and Mary Caloway (mcaloway@pszjlaw.com); and (c) the Debtors' financial advisor, FTI Consulting, Inc., Attention: Chris Tennenbaum (chris.tennenbaum@fticonsulting.com) (collectively, the "Notice Parties").

To receive copies of the (i) Sale Motion, all other exhibits to the Sale Motion, and/or a confidentiality agreement to become a Potential Bidder (as defined below), or (ii) a copy of the form asset purchase agreement or Stalking Horse Bidder asset purchase agreement, as applicable, kindly submit a request by email to: (a) counsel to the Debtors, Pachulski Stang Ziehl & Jones LLP, Attention: Jason Rosell (email: jrosell@pszjlaw.com); and (b) the Debtors' financial advisor, FTI Consulting, Inc., Attention: Chris Tennenbaum (chris.tennenbaum@fticonsulting.com). Additionally, the Sale Motion and the exhibits thereto are available from the Debtors' claims and noticing agent's website at <https://cases.stretto.com/MobiTV>.

In order for Potential Bidders to obtain access to the Debtors' data room, each Potential Bidder must first sign and deliver a confidentiality agreement to the Debtors and provide certain financial data, which must be acceptable to the Debtors. Please refer to the Bidding Procedures for further information concerning submitting a Qualified Bid to participate at the Auction.

## **II. Sale Hearing and Closing**

The Sale Hearing is scheduled for **May 21, 2021 at 2:00 p.m. (Eastern Time)** at the United States Bankruptcy Court for the District of Delaware, United States Courthouse, 824 Market Street North, 3rd Floor, Wilmington, DE 19801, before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge. The Sale Hearing is being held to approve the highest or otherwise best offer received for the Assets at the Auction, which, if any, will take place on **May 11, 2021, via videoconference, commencing at 10:00 a.m. (Eastern Time)**. The Sale Hearing may be adjourned or rescheduled with prior notice filed on the docket of these Chapter 11 Cases or without prior notice by an announcement of the adjourned date at the Sale Hearing.

**THE DEADLINE TO OBJECT TO THE DEBTORS' REQUEST TO APPROVE THE SALE OF THE PURCHASED ASSETS FREE AND CLEAR OF ALL ENCUMBRANCES TO THE SUCCESSFUL BIDDER (EACH, A "SALE OBJECTION") IS MAY 17, 2021 AT 4:00 P.M. (EASTERN TIME) (THE "SALE OBJECTION DEADLINE").**

Any person or entity wishing to submit a Sale Objection must do so in writing and state with particularity the grounds for such objections or other statements of position. All Sale Objections shall be filed and served so as to be actually received by no later than the Sale Objection Deadline by (i) counsel to the Debtors, (a) Pachulski Stang Ziehl & Jones, LLP, 150 California Street, 15th Floor, San Francisco, CA 94111, Attention: Debra Grassgreen (dgrassgreen@pszjlaw.com) and Jason Rosell (jrosell@pszjlaw.com); and (b) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801, Attention: Mary Caloway (mcaloway@pszjlaw.com); (ii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, DE 19801, Attn: Benjamin A. Hackman (Benjamin.A.Hackman@usdoj.gov); and (iii) those parties who have filed notices of appearance and/or requested service of all motions and pleadings in these Chapter 11 Cases prior to the date of service thereof.

The failure of any person or entity to file and serve a Sale Objection on or before the Sale Objection Deadline, as applicable, (i) shall be deemed a consent to the Sale to the Successful Bidder and the other relief requested in the Sale Motion, and (ii) shall be a bar to the assertion of any objection the sale of the Assets to the Successful Bidder (including in any such case, without limitation, the transfer of the Assets free and clear of all Encumbrances, other than the assumed liabilities).

### **III. The Debtors' Contracts and Leases**

The Sale Order, if approved, shall authorize the assumption and assignment of the Transferred Contracts of the Debtors. In accordance with the Bidding Procedures Order, individual notices setting forth the specific Transferred Contracts to be assumed by the Debtors and assigned to the Successful Bidder, or sold and transferred to the Successful Bidder, and the proposed Cure Amounts for such contracts will be given to all counterparties to the Transferred Contracts. Such counterparties will be given the opportunity to object to the assumption and assignment, or sale and transfer, of a Transferred Contract and the proposed Cure Amount. This Notice is subject to the full terms and conditions of the Bidding Procedures and the Bidding Procedures Order, which shall control in the event of any conflict. The Debtors encourage all persons to review such documents and all other Sale-related documents in their entirety and to consult an attorney if they have questions or want advice.